

RECORDATION NO.

23299-A

FILED

ALVORD AND ALVORD

ATTORNEYS AT LAW

1600 K STREET, NW

SUITE 200

WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

FEB 27 '02

12-09 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

February 27, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Release of Security Interest dated February 25, 2002 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Security Agreement which was previously filed with the Board under Recordation Number 23299.

The names and addresses of the parties to the enclosed document are:

Secured Party: Bank America, N.A  
P.O. Box 980  
Austin, TX 78781

[Debtor: Georgetown Rail Equipment Company  
701 East University  
Georgetown, TX 78626]

A description of the railroad equipment covered by the enclosed document is:

Railroad dump trains within the series GREX 2200 – GREX 4010 and railroad slot cars within the series GREX 3300 – GREX 5020

Mr. Vernon A. Williams  
February 27, 2002  
Page Two

A short summary of the document to appear in the index follows:

Release of Security Interest

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Alvord', with a stylized flourish extending to the right.

Robert W. Alvord

RWA/anr  
Enclosures

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Robert W. Alvord

RWA/anr  
Enclosures

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23299<sup>P.5</sup>-A

FILED

FEB 27 '02

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RELEASE OF SECURITY INTEREST

## SURFACE TRANSPORTATION BOARD

The undersigned, Bank of America, N.A., Secured Party, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby terminates, releases and discharges its security interest in and to all railroad equipment identified on Exhibit A attached hereto

Said security interest was granted pursuant to that certain Security Agreement, dated July 11, 2000 by Georgetown Rail Equipment Company, filed with the Surface Transportation Board ("Board") on January 11, 2001 at 3:09 p.m. under Recordation Number 23299.

Dated this 25 day of February, 2002

BANK OF AMERICA, N.A.

By: Brian GordonTitle: VICE PRESIDENT

State of Texas )

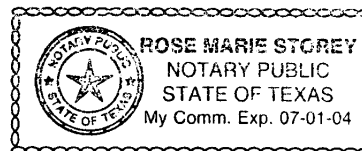
ss:

County of Travis )

On this 25th day of February, 2002, before me personally appeared Brian Gordon, to me personally known, who being by me duly sworn, says that he/she is a VICE PRESIDENT, of BANK OF AMERICA, N.A. and that said instrument was signed on behalf of said bank, by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Rose Marie Storey  
NOTARY PUBLIC

My Commission expires:



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## EXHIBIT A

(a) Railroad dump train consisting of seventeen railroad cars identified by Nos. GREX 2200 through GREX 2216, respectively, permanently coupled with a slackless drawbar system;

(b) Railroad dump train consisting of sixteen railroad cars identified by Nos. GREX 2300 through GREX 2315, respectively, permanently coupled with a slackless drawbar system;

(c) Railroad dump train consisting of sixteen railroad cars identified by Nos. GREX 2500 through GREX 2515, respectively, permanently coupled with a slackless drawbar system;

(d) Railroad dump train consisting of sixteen railroad cars identified by Nos. GREX 2600 through GREX 2615, respectively, permanently coupled with a slackless drawbar system;

(e) Railroad dump train consisting of sixteen railroad cars identified by Nos. GREX 2700 through GREX 2715, respectively, permanently coupled with a slackless drawbar system;

(f) Railroad dump train consisting of ten railroad cars identified by Nos. GREX 4000 through GREX 4009, respectively, permanently coupled with a slackless drawbar system;

(g) Railroad dump train consisting of two railroad cars identified by Nos. GREX 4001 and GREX 4010, respectively, permanently coupled with a slackless drawbar system;

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P - 7

(h) Railroad dump train consisting of sixteen railroad cars identified by Nos. GREX 2900 through GREX 2915, respectively, permanently coupled with a slackless drawbar system;

(i) Seventeen railroad slot cars identified by Nos. GREX 3300, GREX 3320, GREX 3330, GREX 3340, GREX 3350, GREX 3360, GREX 3370, GREX 3380, GREX 3390, GREX 3400, GREX 3410, GREX 3420, GREX 3430, GREX 3440, GREX 5000, GREX 5010, and GREX 5020, respectively;

(j) Seventeen Caterpillar 215 Units identified by Body Nos. 57Y00822, 04HG1328, 02XC00598, 02XC00529, 57Y1346, 04HG01948, 04HG2766, 14Z00651, 4HG01000, 04HG02611, 4HG02878, 9TF01527, 04HG02209, 9YB03249, 04HG02186, and 9TF01957, respectively;

(k) All other railroad cars and other equipment now owned or hereafter acquired by Debtor;

(l) All plans, drawings, schedules, and other agreements, documents, and general intangibles now owned, or hereafter acquired, by Debtor regarding the ownership, construction, maintenance or use of any of the above-described railroad cars and other equipment;

(m) All substitutes and replacements for, accessions, attachments and other additions to, and tools, parts and equipment used in connection with, all, or any part, of the above-described equipment;

(n) All leases by which any of the above-described railroad cars and other equipment is now or hereafter leased to any one (1) or more persons, all rentals and other amounts now or hereafter due, or to become due, in connection with any of the above-described equipment, and all proceeds (including, without limitation, proceeds of insurance) of any and all of the above-described railroad cars and other equipment; and

(o) All accounts and chattel paper (whether or not connected with the above-described equipment) now owned, or hereafter acquired, by Debtor.